

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ALVORD AND ALVORD
ATTORNEYS AT LAW
1600 K STREET, NW
SUITE 200
WASHINGTON, D.C.
20006-2973

(202) 393-2266
FAX (202) 393-2156

RECORDATION NO. 23628 FILED
AUG 30 '01 9-53 AM
TS
SURFACE TRANSPORTATION BOARD
OF COUNSEL
URBAN A. LESTER

August 30, 2001

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are four (4) copies of an Memorandum of Schedule No. 4 to Master Equipment Lease Agreement, dated as of August 30, 2001, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor:	Allfirst Bank 25 South Charles Street Baltimore, MD 21202
Lessee:	Grand Trunk Western Railroad, Incorporated c/o Canadian National Railway 935 de la Gauchetiere Street West Montreal, Quebec Canada H3B 2M9

A description of the railroad equipment covered by the enclosed document is:

171 railcars within the series CN 371704 - CN 371891 and CNLX 9010 -
CNLX 9525

Mr. Vernon A. Williams
August 30, 2001
Page Two

A short summary of the document to appear in the index follows:

Memorandum of Schedule No. 4 to Master Equipment Lease Agreement

Also enclosed is a check in the amount of \$28.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Alvord", written in a cursive style.

Robert W. Alvord

RWA/anm
Enclosures

RECORDATION NO. 23628 FILED

AUG 30 '01 9-53 AM

ALLFIRST BANK

SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF SCHEDULE NO. 4
TO MASTER EQUIPMENT LEASE AGREEMENT**

dated as of August 30, 2001

between

**ALLFIRST BANK ,
as Lessor**

and

**GRAND TRUNK WESTERN RAILROAD INCORPORATED,
as Lessee**

MEMORANDUM OF SCHEDULE NO. 4 TO MASTER EQUIPMENT LEASE AGREEMENT

THIS MEMORANDUM OF SCHEDULE NO. 4 TO MASTER EQUIPMENT LEASE AGREEMENT is made and entered into as of August 30, 2001 by and between ALLFIRST BANK , a Maryland banking corporation ("Lessor"), and GRAND TRUNK WESTERN RAILROAD INCORPORATED, a Delaware corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor, certain railcars as described on Exhibit A attached hereto and made a part hereof, all as more particularly described in that certain Schedule No. 4 dated as of August 30, 2001 between Lessor and Lessee to the Master Equipment Lease Agreement dated as of July 15, 2001 between Lessor and Lessee (collectively, the "Lease").
2. The Lease shall be effective as of the latest execution date thereof and shall be subject to the term of the Lease, as defined therein.

[SIGNATURES APPEAR ON FOLLOWING PAGE]

RECORDATION NO. 23628 FILED

AUG 30 '01 9-53 AM

SURFACE TRANSPORTATION BOARD

IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum to be executed as of the date first above written.

ALLFIRST BANK
Lessor

By: Richard M. Folio
Richard M. Folio
Vice President

GRAND TRUNK WESTERN RAILROAD INCORPORATED
Lessee

By: John A.N. Lamont
John A.N. Lamont
Senior Manager Asset Finance

STATE OF MARYLAND, CITY OF BALTIMORE, TO WIT:

On this 27th day of August, 2001 before me personally appeared, Richard M. Folio, to me personally known, who being by me duly sworn, says that he is a Vice President of ALLFIRST BANK, a Maryland banking corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Deborah J. Hooper
Notary Public



[Notarial Seal]

My commission expires: 7/27/02

PROVINCE OF QUEBEC, DISTRICT OF MONTREAL, TO WIT:

On this 24th day of August, 2001 before me personally appeared John A.N. Lamont to me personally known, who being by me duly sworn, says that he is the Senior Manager Asset Finance of GRAND TRUNK WESTERN RAILROAD INCORPORATED, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

Oliver Choue
Attorney

Bar Number: 190838-3

DESCRIPTION OF RAILCARS

171 3,800 cubic foot hopper cars bearing the railroad reporting marks and numbers as set forth below:

CN	371704	CN	371765	CN	371833
CN	371708	CN	371766	CN	371835
CN	371709	CN	371767	CN	371837
CN	371717	CN	371768	CN	371840
CN	371718	CN	371771	CN	371841
CN	371723	CN	371773	CN	371843
CN	371726	CN	371775	CN	371846
CN	371730	CN	371777	CN	371847
CN	371732	CN	371778	CN	371848
CN	371733	CN	371781	CN	371851
CN	371734	CN	371782	CN	371853
CN	371737	CN	371783	CN	371854
CN	371739	CN	371784	CN	371857
CN	371740	CN	371786	CN	371859
CN	371741	CN	371791	CN	371863
CN	371742	CN	371795	CN	371864
CN	371743	CN	371796	CN	371866
CN	371744	CN	371797	CN	371872
CN	371746	CN	371804	CN	371875
CN	371747	CN	371805	CN	371877
CN	371748	CN	371807	CN	371878
CN	371749	CN	371809	CN	371881
CN	371750	CN	371811	CN	371882
CN	371751	CN	371814	CN	371883
CN	371753	CN	371816	CN	371884
CN	371754	CN	371819	CN	371886
CN	371755	CN	371823	CN	371888
CN	371757	CN	371825	CN	371889
CN	371758	CN	371829	CN	371890
CN	371760	CN	371831	CN	371891
CN	371762	CN	371832		
CNLX	9010	CNLX	9173	CNLX	9462
CNLX	9012	CNLX	9191	CNLX	9465
CNLX	9017	CNLX	9192	CNLX	9466
CNLX	9023	CNLX	9194	CNLX	9467
CNLX	9033	CNLX	9201	CNLX	9470
CNLX	9048	CNLX	9203	CNLX	9472
CNLX	9059	CNLX	9204	CNLX	9473
CNLX	9064	CNLX	9208	CNLX	9474
CNLX	9083	CNLX	9217	CNLX	9476

CNLX	9089	CNLX	9222	CNLX	9477
CNLX	9104	CNLX	9224	CNLX	9481
CNLX	9105	CNLX	9226	CNLX	9483
CNLX	9112	CNLX	9227	CNLX	9485
CNLX	9115	CNLX	9400	CNLX	9487
CNLX	9125	CNLX	9410	CNLX	9490
CNLX	9128	CNLX	9411	CNLX	9496
CNLX	9132	CNLX	9413	CNLX	9501
CNLX	9133	CNLX	9416	CNLX	9502
CNLX	9136	CNLX	9421	CNLX	9506
CNLX	9137	CNLX	9424	CNLX	9507
CNLX	9138	CNLX	9428	CNLX	9508
CNLX	9141	CNLX	9432	CNLX	9510
CNLX	9144	CNLX	9454	CNLX	9511
CNLX	9146	CNLX	9456	CNLX	9514
CNLX	9148	CNLX	9458	CNLX	9525
CNLX	9152	CNLX	9460		
CNLX	9170	CNLX	9461		